



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

RECORDATION NO.

13032-C

FILED 1423

(817) 878-2385

Docket No. BN 13540

FEDERAL EXPRESS

MAY 18 1989 - 12 05 PM

9-138A009

May 17, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale to Burlington
Northern Inc. (now Burlington Northern Railroad Company)
Lease of Railroad Equipment, Dated as of February 1,
1981

Dear Ms. Lee:

I am enclosing an original and one verified copy of the
document described below to be recorded pursuant to Section
11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill
of Sale, dated March 31, 1989, by which all right, title and
interest in and to the existing equipment covered by the
Burlington Northern Inc. (now Burlington Northern Railroad
Company) Lease of Railroad Equipment, dated as of February 1,
1981, is conveyed to BNI Leasing Company.

The primary document to which the Bill of Sale is connected,
was recorded with the Interstate Commerce Commission on
April 1, 1981, and assigned Recordation No. 13032.

The names and addresses of the parties to the transaction
are:

Seller: Railroad Car Enterprises Company
4800 Hampden Lane, 8th Floor
Bethesda, Maryland 20814

Purchaser: BNI Leasing Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

MOTOR OPERATING UNIT
MAY 18 11 53 AM '89

Ms. Mildred Lee
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A general description of the equipment covered by the enclosed Bill of Sale is shown on Attachment I of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale, dated March 31, 1989, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 13032, April 1, 1981), conveying the equipment described on Attachment I of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/tc,4
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5.18.89

OFFICE OF THE SECRETARY

Rebecca R. Martin

Legal Assistant

Burlington Northern Railroad Co.

3800 Continental Plaza

777 Main Street

FT Worth, Texas 76102

Dear: Ms. Martin:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5.18.89 , at 12:05pm , and assigned recordation number(s). 13032-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

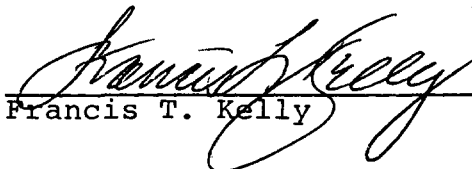
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INTERSTATE COMMERCE COMMISSION

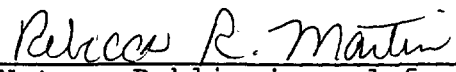
VERIFICATION

THE STATE OF TEXAS ((ss.
COUNTY OF TARRANT (

Francis T. Kelly, SEC Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.


Francis T. Kelly

Subscribed and sworn to before me
this 17th day of May, 1989.


Notary Public in and for
the State of Texas

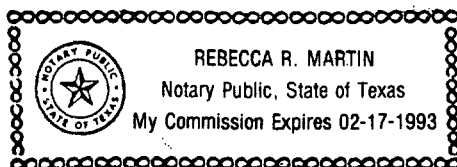


EXHIBIT "B"

MAY 18 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of One Dollar (\$1) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, RAILROAD CAR ENTERPRISES COMPANY (herein "Seller"), does hereby sell, grant, transfer and deliver all its right, title and interest in and to the equipment further described on Attachment I hereto (herein the "Equipment") unto BNI LEASING COMPANY (herein "Purchaser") and to its successors and assigns, to have and to hold said Equipment forever. The Equipment is sold "as is" and "where is" and the description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

And Seller does for itself, its successors and assigns covenant and agree with Purchaser, its successors and assigns, that Seller is sole lawful owner of the Equipment and is fully empowered to transfer title to Purchaser, and title is hereby transferred to Purchaser free and clear of all liens, charges, liabilities, claims, security interests and encumbrances of any person and Seller, and warrants to defend the sale and title of the Equipment unto Purchaser, its successors and assigns against all and every person and persons whomsoever claiming or laying claim to the same, by, through or under Seller or its predecessors in interest, except for any defects in title or liens or encumbrances in or to the Equipment arising by reason of Purchaser's own acts.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, we have set our hand and seal this 31st day of March, 1989.

RAILROAD CAR ENTERPRISES
COMPANYBy: Joseph D. Tydings,
General Partner

ATTACHMENT "I"

<u>CAR NUMBER</u>	<u>BN RACK ID</u>
ETTX 700028	BN 4977
ETTX 803116	BN 4978
ETTX 850389	BN 4979
ETTX 802884	BN 4980
ETTX 850407	BN 4981
ETTX 850420	BN 4982
ETTX 850387	BN 4983
ETTX 850395	BN 4984
ETTX 850422	BN 4985
ETTX 850417	BN 4986
ETTX 802910	BN 4987
ETTX 802904	BN 4988
ETTX 850415	BN 4989
ETTX 850399	BN 4990
ETTX 850437	BN 4991
ETTX 850388	BN 4992
ETTX 850434	BN 4993
ETTX 850392	BN 4994
ETTX 850414	BN 4995
ETTX 850418	BN 4996
ETTX 850423	BN 4997
ETTX 850425	BN 4998
ETTX 850397	BN 5000
ETTX 802888	BN 5001
ETTX 803121	BN 5002
ETTX 850413	BN 5003
ETTX 850428	BN 5004
ETTX 850394	BN 5005
ETTX 850405	BN 5006
ETTX 850404	BN 5007
ETTX 850429	BN 5008
ETTX 850408	BN 5009
ETTX 850398	BN 5010
ETTX 850435	BN 5011
ETTX 850383	BN 5012
ETTX 850498	BN 5013
ETTX 850402	BN 5014
ETTX 850433	BN 5015
ETTX 850396	BN 5016
ETTX 850393	BN 5017
ETTX 803085	BN 5018
ETTX 850419	BN 5019
ETTX 850391	BN 5020
ETTX 850423	BN 5021
ETTX 803133	BN 5022
ETTX 850409	BN 5023
ETTX 850411	BN 5024
ETTX 803129	BN 5025
ETTX 900953	BN 5026